

EXHIBIT B

ASSIGNMENT

THIS ASSIGNMENT ("Assignment") is made this 1st day of April 2015, between TOSHIBA INTERNATIONAL CORPORATION, a California corporation, having an office at 13131 West Little York Road, Houston, Texas 77041 ("Assignor"), and TOSHIBA AMERICA ENERGY SYSTEMS CORPORATION, a Delaware corporation, having an office at 3545 Whitehall Park Drive, Suite 500, Charlotte, North Carolina 28273 ("Assignee").

WHEREAS, Assignor, as the "Contractor", and CONSUMERS ENERGY COMPANY and THE DETROIT EDISON COMPANY (now known as DTE ELECTRIC COMPANY), collectively as the "Owner", entered into a certain "Ludington Pumped Storage Plant Engineering, Procurement, & Construction Contract for Units 1 through 6 Turbine Generator Overhaul" dated October 15, 2010, as heretofore amended by Change Orders Nos. 01, 02, 03 04 and 05 thereto (the "Contract"); and

WHEREAS, Assignor and Assignee desire that Assignor assign to Assignee all of Assignor's right, title, interest and obligations in, to and under the Contract in accordance with the terms of this Assignment and Assignee desires to accept such assignment and to assume all the obligations of Assignor under the Contract;

NOW, THEREFORE, for good and valuable consideration paid by Assignee to Assignor, the receipt and sufficiency of which Assignor hereby acknowledges:

1. Effective as of the date hereof, Assignor hereby assigns, transfers and sets over unto Assignee, all of Assignor's right, title, interest and obligations in, to and under the Contract. Assignee hereby accepts the foregoing assignment, agrees to be bound by all of the terms and conditions of the Contract, and assumes and undertakes to perform all obligations of Assignor under the Contract. It is understood that Assignee further assumes all obligations under or arising out of the Contract, warranty and otherwise, for or in connection any work that may now be in progress under the Contract and for any work that may have heretofore been completed under the Contract.
2. Payments for invoices under the Contract received by Consumers after the date hereof are to be made to Assignee; provided, however, that any payment made to either Assignor or Assignee shall fully discharge the Owner from its obligation for such payment and Assignor and Assignee shall settle up among themselves as to entitlement thereto.
3. The Owner is hereby notified that on and after the date hereof, the address for notices to the Contractor set forth in Subarticle GC2(a) of Section II of the Contract is changed to:

Toshiba America Energy Systems Corporation
8169 Southpark Circle, Littleton, Colorado 80120
Attention: Ludington Pumped Storage Plant Project Manager

with copy to:

Toshiba America Energy Systems Corporation 3545 Whitehall Park Drive, Suite 500,
Charlotte, North Carolina 28273
Attention: General Manager

4. This Assignment shall be construed, and the obligations of the parties hereunder shall be determined, in accordance with the laws of the State of Michigan without regard to any conflict of laws provisions thereof.
5. This Assignment may be executed in any number of counterparts, each of which, when so executed and delivered, shall be an original, but all of which together shall constitute one agreement binding on the parties hereto. Transmission by telefax of an executed counterpart of

this Assignment shall be deemed to constitute due and sufficient delivery of such counterpart, provided that the party so delivering such counterpart shall, promptly after such delivery, deliver the original of such counterpart of this Assignment to the other party(ies) hereto.

WITNESS WHEREOF, Assignor and Assignee have executed this Assignment as of the day and year first above written.

ASSIGNOR:

TOSHIBA INTERNATIONAL CORPORATION

By: Hiroaki Sato
Name: Hiroaki Sato
Title: President and CEO

ASSIGNEE:

TOSHIBA AMERICA ENERGY SYSTEMS
CORPORATION

By: _____
Name: _____
Title: _____

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this Assignment shall be deemed to constitute due and sufficient delivery of such counterpart, provided that the party so delivering such counterpart shall, promptly after such delivery, deliver the original of such counterpart of this Assignment to the other party(ies) hereto.

IN WITNESS WHEREOF, Assignor and Assignee have executed this Assignment as of the day and year first above written.

ASSIGNOR:

TOSHIBA INTERNATIONAL CORPORATION

By: _____

Name: _____

Title: _____

ASSIGNEE:

TOSHIBA AMERICA ENERGY SYSTEMS
CORPORATION

By: 

Name: AK Azad

Title: President & CEO

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GUARANTOR'S CONFIRMATION

TOSHIBA CORPORATION, a corporation formed under the laws of Japan with its head office situated at 1-1 Shibaura 1-chome, Minato-ku, Tokyo 105-8001, Japan ("Guarantor") hereby expressly confirms and agrees to and with Consumers Energy Company and DTE Electric Company that the Parent Guaranty dated March 24, 2011 (the "Guaranty") given by Guarantor to Consumers Energy Company and The Detroit Edison Company (now known as DTE Electric Company) shall remain fully in force and effect following the foregoing Assignment. Without limiting the generality of the foregoing: (i) Guarantor shall be fully responsible, obligated and liable to Consumers Energy Company and DTE Electric Company in every way under all of the terms and provisions of the Guaranty in respect to Toshiba America Energy Systems Corporation and its performance and observance of the terms and provisions of the Contract, as same may hereafter be changed, amended, renewed, increased, extended, accelerated or otherwise altered; (ii) all waivers, consents, agreements covenants, representations and warranties made or given by Guarantor in the Guaranty shall remain fully operative; (iii) all rights, privileges, benefits and protections of the Owner under the terms and provisions of the Guaranty shall remain fully operative in every respect and shall not be impaired, limited, reduced or otherwise adversely affected in any manner or respect whatsoever by reason of or otherwise in any manner as a result of the foregoing Assignment.

IN WITNESS WHEREOF, Guarantor has executed this Guarantor's Confirmation as of the as of the above-set forth date of said Assignment.

TOSHIBA CORPORATION

By: 

Name: Yasushi Yoshikawa

Title: Senior Manager, Hydro Power Sales Dept.
Thermal&Hydro Power Systems&Services Div.

OWNER'S CONSENT TO ASSIGNMENT

Consumers Energy Company and DTE Electric Company (formerly known as The Detroit Edison Company), as the "Owner", hereby consent to the foregoing Assignment.

IN WITNESS WHEREOF, the Owner has executed this Owner's Consent to Assignment as of the above-set forth date of said Assignment.

CONSUMERS ENERGY COMPANY

By: 

Name: John M. Butler
Senior Vice President

Title: Human Resources and Shared Services

DTE ELECTRIC COMPANY (formerly known as
THE DETROIT EDISON COMPANY)

By: 

Name: DAN O. FAHRER

Title: DIRECTOR - TNEP